



**SEACOAST BANKING CORPORATION OF FLORIDA &  
SEACOAST NATIONAL BANK**

**ENTERPRISE RISK MANAGEMENT COMMITTEE**

**CHARTER**

**ARTICLE I – GENERAL**

This Charter sets forth the authority and duties of the Enterprise Risk Management Committee (the “Committee”) of the Board of Directors (the “Board”) of Seacoast Banking Corporation of Florida (the “Company”). This Committee serves on behalf of the Company and its subsidiary, Seacoast National Bank (the “Bank”, and collectively with the Company, “Seacoast”).

**Purpose.** The Committee is appointed by the Board for the purpose of overseeing the integration of risk management at Seacoast through an enterprise risk management process. The Committee monitors the risk framework which enables the full Board to identify, consider, and oversee critical issues and opportunities. The Committee assists the Board in making governance decisions by providing a comprehensive assessment of Seacoast’s key risks, the interrelationships between these key risks, and their relative rewards. The Committee proposes strategic actions that determine the short, medium, and long term risk posture of Seacoast. The Committee recommends risk-based decisions to achieve Seacoast’s strategic, operational, and financial objectives.

**ARTICLE I – RESPONSIBILITIES OF THE COMMITTEE**

The Committee shall:

1. Evaluate strategic opportunities being considered by Seacoast from a risk perspective, highlight key risk considerations embedded in such strategic opportunities for the full Board, and recommend specific courses of action to the Board based on the Committee’s evaluation;
2. Assist the Board in understanding, from an enterprise-wide perspective, the risks Seacoast faces for each risk type not expressly delegated to another committee of the Board. These risks include: credit risk, interest rate risk, liquidity risk, price risk, foreign exchange risk, transaction risk, compliance risk, strategic risk, and reputational risk<sup>1</sup>. In undertaking this task, the Committee shall:
  - a. Review the current level and trend of risk exposures

<sup>1</sup> Accounting and tax risk and compliance review reports will continue to be primarily addressed by the Audit Committee. Loan-level credit issues will continue to be primarily addressed by the Bank’s Directors’ Loan Committee.

- b. Monitor the interrelationships of risks across all lines of business within the Bank
  - c. Consider potential scenarios or emerging risks that would have a material impact on earnings or capital of Seacoast;
  - d. Recommend specific courses of action to the Board when the Committee deems a risk exposure may be (or may shortly become) more severe than Seacoast's risk appetite tolerates, or when the relative composition of risk types may be (or may shortly become) more concentrated than Seacoast's risk appetite tolerates;
  - e. *Not* simply pass along reports on risk levels, but recommend actions supported by its own interpretation of risk results;
3. Review reports that monitor compliance with the risk parameters established by regulation or Seacoast policy;
  4. Provide oversight to ensure that risk management monitoring and reporting functions at Seacoast are independent of business line or risk-taking processes;
  5. Review key management, systems, processes and decisions, and assess the integrity and adequacy of the risk management function of Seacoast to help build risk assessment data into critical business systems, and report any significant issues to the Board;
  6. Review significant correspondence with Seacoast's regulators, receive risk-focused reports from Management on Seacoast's regulatory relations, and report any significant issues to the Board;
  7. Receive risk-focused reports of actions of the Bank's Directors' Loan Committee and management's Asset Liability Committee for credit risk and asset/liability risk, respectively, and serve as the Investment Committee of the Bank;
  8. Review and approve charters for Management's Executive Risk Committee, Asset Liability Committee (ALCO), Credit Risk Committee (CREDCO), Operational Risk Committee (OPCO), and Strategic Risk Committee (STRATCO);
  9. Conduct ongoing knowledge enhancement sessions as part of its scheduled meetings, whether led by Committee members, Management, or external experts, to advance the Committee's thinking on current and emerging risk topics important to Seacoast;

At least quarterly, the Committee shall:

10. Provide governance of the Committee's major decisions and delegations (including review and approval of minutes);
11. Discuss "market" conditions and trends, including the current positions of all major risk types (but not a "repeat" of thorough discussion and review of the full reporting packets of the committees chartered to monitor such risks directly);
12. Review aggregated reports on major risk positions and interrelationships;

13. Recommend risk management actions, as needed, to the full Board based on risk levels or volatility in risk levels;
14. As needed, address forward-looking governance/guidance actions (e.g., reset risk policies, limit delegations);
15. Report material information generated pursuant to its activities to the Board, including its current strategic view of Seacoast's risk and capitalization position.

At least annually (and potentially more frequently as conditions warrant), the Committee shall:

16. Review a risk assessment that identifies and evaluates all material risks;
17. Assist the Board in formulating its risk appetite;
18. Review Seacoast's strategic plan to determine if it is in accordance with the Board-determined risk appetite; recommend refinements to the full Board as needed;
19. Recommend a capital policy for the Board to approve consistent with the Board-determined risk appetite. Review the adequacy of Seacoast's capital and its allocation to the Bank's lines of business, and recommend actions to improve/adjust if warranted;
20. Review significant policies and modifications thereof, for recommendation to the full Board for approval ;
21. Agree to and recommend for Board approval risk limits and policies consistent with the Board-determined risk appetite;
22. Review and self-assess the Committee's own performance; and
23. Review and assess the adequacy of this Charter, and recommend changes to the Board when necessary.

### **ARTICLE III - MEMBERSHIP**

A Chairperson (who shall also be a member) and at least two additional members of the Committee shall be appointed by the Board. At most one member of the Committee may be an inside director. All Committee members shall be financially literate; at least a majority of Committee members shall have familiarity with financial risk issues. All Directors who are members of the Committee shall be full voting members.

### **ARTICLE IV - RESOURCES**

The Committee will have the resources and authority to discharge its responsibilities, including direct and unrestricted access to Seacoast's management and non-management personnel and all corporate records. The Committee may request any officer or other employee of Seacoast to attend a meeting or to meet with any members or representatives of the Committee, to coordinate

responses to critical risk developments or as otherwise deemed necessary by the Committee. In addition, Management shall designate an Executive to attend all meetings of the Committee as an *ex officio* member (unless otherwise directed by the Committee), to address questions raised by the Committee, and to commission appropriate and prompt support for analyses and inquiries specified by the Committee.

The Committee may also work with other committees of the Board, or the Board directly, to investigate matters of interest to the Committee.

In exceptional circumstances, with the advice and consent of the full Board, the Committee is authorized to:

- Engage independent legal, accounting, and other advisors as it deems necessary to carry out its duties
- Compel Management to develop and/or implement any additional procedures in support of risk policies, as the Committee deems appropriate

## **ARTICLE V - MEETINGS**

**Frequency.** The Committee shall meet as frequently as necessary to carry out its responsibilities, but not less frequently than quarterly.

**Voting.** Every effort will be made to reach consensus. When necessary, decisions will be reached by a simple majority of those present. A majority of the members of the Committee shall constitute a quorum. The minutes will document any dissenting votes and reasons therefore.

**Record-Keeping.** The Chairperson shall designate a Secretary to the Committee, who may be a non-Committee member, who shall record the minutes of each meeting. The minutes shall summarize the materials presented, key discussion points, and decisions made (without necessarily providing a transcript of the meeting). The minutes shall be distributed to each member of the Committee, approved by the Committee and maintained by Seacoast.

## **ARTICLE VI - DELEGATION OF AUTHORITY**

The Committee may, at its sole discretion, delegate a portion of its duties and responsibilities to a subcommittee consisting of two or more members of the Committee, and may authorize one or more officers of Seacoast to take certain actions on its behalf, each to the extent permitted by applicable law.